CHARTER FOR THE
COMPENSATION & TALENT COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
CYTOKINETICS INCORPORATED

PURPOSE:

The purpose of the Compensation & Talent Committee (the "Committee") of the Board of Directors (the "Board") of Cytokinetics, Incorporated (the "Company") shall be to:

(a) oversee and administer the Board's responsibilities to ensure processes and programs are in place to appropriately attract, motivate, reward and retain top talent to the Company's executive officer ranks. The Committee has overall responsibility for approving and evaluating the executive officer compensation plans, policies and programs of the Company;

(b) administer the Company's stock option plans, stock purchase plans, restricted stock plans and any other equity incentive plans adopted by the Company, and

(c) provide disinterested administration of any employee benefit plans in which executive officers of the Company are eligible to participate.

The Committee is also responsible for completing an annual report on Section 16 executive's compensation for inclusion in the Company's proxy statement. In addition to such annual report, the Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

In addition, the Committee will undertake those specific responsibilities listed below and such other duties or responsibilities as the Board of Directors may from time to time prescribe.

COMMITTEE MEMBERSHIP AND ORGANIZATION:

The Committee will be appointed by and will serve at the discretion of the Board. The Committee shall consist of no fewer than two non-employee Board members. The members of the Committee shall meet the (i) independence requirements of the listing standards of the National Association of Securities Dealers, Inc. for listing on The Nasdaq Stock Market, (ii) non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, and (iii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

- The Committee shall annually review and approve for the CEO, and the Section 16 executive officers of the Company (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and amount, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions, and (e) any other benefits, compensation or arrangements.

- The Committee may make recommendations to the Board with respect to incentive compensation plans, including reservation of shares for issuance under employee benefit plans.

- The Committee shall review and recommend to the Board of Directors for its approval the compensation, including cash, equity or other compensation, for members of the Board of Directors for their service as (a) a member of the Board of Directors, (b) a member of any committee of the Board of Directors, (c) a Chair of any committee of the Board of Directors and (d) the Chairman of the Board of Directors. The Committee will consider the Board of Directors' Nominating and Governance Committee's periodic review of the effectiveness of the operation of the Board of Directors and its committees in connection with the Committee's review and recommendations with respect to the Company's directors' compensation.

- The Committee shall annually review the performance of the Company's Chief Executive Officer.

- The Committee may make recommendations to the Board of Directors on the Company's executive compensation practices and policies, including the evaluation of performance by the Company's executive officers and issues of management succession.

- The Committee shall review rewards and development plans for non-officer key contributors on a periodic basis.

- The Committee shall assess, at least annually, whether the risks arising from the Company's compensation policies and practices for its employees are reasonably likely to have a material adverse effect on the Company.

- The Committee may review the Company's compliance with employee benefit plans.

- The Committee may form and delegate authority to subcommittees when appropriate.

- The Committee shall make regular reports to the Board.

- The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

- The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting, compensation or other advisors.

COMMITTEE MEMBER COMPENSATION:

Members of the Committee shall receive such fees, if any, for their service as Compensation & Talent Committee members as may be determined by the Board of Directors in its sole discretion. Such fees may include retainers, per meeting fees and fees for service as Chair of the Compensation & Talent Committee. Fees may be paid in such form of consideration as is determined by the Board of Directors.

Except as permitted under applicable laws and the rules and regulations of the Securities and Exchange Commission and the National Association of Securities Dealers, Inc., members of the Compensation & Talent Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board of Directors or any committee thereof or as Chairman of the Board of Directors or Chair of any committee of the Board of Directors.

Amended and Approved February 11, 2010

Approved February 9, 2011

Amended and Approved February 8, 2012